



IL JIN ELECTRONICS (I) PVT. LTD.

(일진전자)

(MANUFACTURERS OF ELECTRONICS PCBA & ELECTRONICS PRODUCTS)
CIN: U31909PN2001PTC224946



SHORTER NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of **IL JIN ELECTRONICS (INDIA) PRIVATE LIMITED** will be held at **SHORTER NOTICE** on Tuesday, the 30th Day of January, 2024 at 1ST Floor, Universal Trade Tower, Sector - 49, Sohna Road, Gurugram – 122018 At 2:00 P.M. to transact following as :

SPECIAL BUSINESS

1. To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a **Special Resolution**:

ISSUANCE OF 3,100 (THREE THOUSAND ONE HUNDRED) 9% UNSECURED OPTIONALLY FULLY CONVERTIBLE DEBENTURES ("OFCDs") OF RS. 10,00,000/- (RUPEES TEN LAKHS ONLY) EACH ON PREFERENTIAL BASIS

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) read with Section 42 and Section 179(3)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the memorandum and articles of association of the Company and subject to such other approvals, consents, permissions and/or sanctions, if so required and further subject to such terms, alterations, conditions, changes, variations and/or modifications as may be prescribed by any of them while granting such approvals (hereinafter referred to as requisite approvals), consent of the members be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot **3,100 (Three Thousand One Hundred), 9% Unsecured Optionally Fully Convertible Debentures ("OFCDs") of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each, aggregating to Rs. 3,10,00,00,000/- (Rupees Three Hundred and Ten Crores Only)** to the allottees as mentioned below on preferential basis, on such terms and conditions as may be determined by the Board, from time to time, and subject to compliance with the applicable law, rules, directions issued by the Government or any Regulator or Authority, in this regard.

Name of the Allottee	Address & E-mail id	No. of Debentures	Amount (in "Rs.")
Amber Enterprises India Limited (CIN: L28910PB1990PLC010265)	Universal Trade Tower, 1st Floor, Sector – 49, Sohna Road, Gurgaon – 122 018	3,000	3,00,00,00,000

Registered Office:

Gat No. 161/2 Pimple Jagtap Road,
Koregaon Bhima, Haveli, Pune- 412216,
Maharashtra, India

Factory Address:

Plot No. 27&28, Ecotech – III,
Extn-II, Udyog Kendra, Greater Noida,
Gautam Buddha Nagar (U.P)



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	cs_corp@ambergrouppindia.com		
	Total	3,000	3,00,00,00,000

FURTHER RESOLVED THAT for the purpose of creating, offering, issuing and allotting the OFCDs, the Board or Investment & Acquisition Committee of the Board of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or expedient in the interest of the Company and with power on behalf of the Company to determine the terms and conditions of the issue of the OFCDs, settle all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

By order of the Board of Directors
For IL JIN Electronics (India) Private Limited

(Daljit Singh)
Director

DIN : 02023964

Place : Gurugram
Date: 30.01.2024

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Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/ HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. A PROXY MAY BE SENT IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members are requested to notify immediately any change of address:
 - (i) To their Depository Participants (DPs) in respect of the shares held in electronic form and;
 - (ii) To the Company in respect of the shares held in physical form together with a proof of address viz. Electricity Bill/Telephone Bill/Ration Card/Voter ID Card/Passport etc.
4. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company quoting reference of their folio numbers or their client ID number with DP ID number, as the case may be.
5. Members/ proxies should bring their attendance slip/sheet duly completed for attending the meeting.
6. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of item No. 1 set out above is annexed hereto.
7. All documents referred to in the accompanying notice and the explanatory statement shall be available for inspection to the members at the registered office of the Company during the office hours from 2:00 p.m. till the time of the conclusion of the meeting.

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Statement

{Pursuant to Section 102 of the Companies Act, 2013, to the resolutions proposed to be passed at the Extra Ordinary General Meeting to be held at shorter notice on 30.01.2024 at 2:00 P.M.}

ITEM NO. 5

The Company is in the process of raising funds of Rs. 3,10,00,00,000 /- (Rupees Three Hundred and Ten Crores Only) for the purpose of further investment.

Accordingly, Company approached Amber Enterprises India Limited, the Holding Company of the Company for raising funds aggregating to Rs. 3,10,00,00,000 /- (Rupees Three Hundred and Ten Crores Only) via issuance of 3,100 (Three Thousand One Hundred), 9% Unsecured Optionally Fully Convertible Debentures ("OFCDs") of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each. However, pursuant to the provisions of Section 62(1)(c) read with Section 42 and Section 179(3)(c), 180 and all other applicable provisions, if any, of the Companies Act, 2013 and read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) for issuing the OFCDs on preferential basis, approval of members of Company by way of a special resolution is required and the same is set out in item No. 1 of the notice to enable the Board of Directors of the Company to make issue and allotment of 3,100 OFCDs to Amber Enterprises India Limited.

Henceforth, in terms of the provisions of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, the required particulars of the preferential issue are given below:

I	The object of the issue	:	The Company is in the process of raising funds of Rs. 3,10,00,00,000 /- (Rupees Three Hundred and Ten Crores Only) for the purpose of further investment and acquisition of equity stake in a company Ascent Circuits Private Limited, in one or more tranches and the Company has executed initial definitive agreements on 02.01.2024 and is under process of finalizing the transaction structure and related documentation to be executed in one or more rounds.
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II	The total number of shares or other securities to be issued - Optionally Fully Convertible Debentures ("OFCDs")	:	3,100 (Three Thousand One Hundred), OFCDs
III	The Price or Price band at/within which the allotment is proposed	:	Rs. 10,00,000/- (Rupees Ten Lakhs Only) each, OFCD. 3,100 (Three Thousand One Hundred), 9% Optionally Fully Convertible Debentures ("OFCDs") of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each, aggregating to Rs. 3,10,00,00,000/- (Rupees Three Hundred and Ten Crores Only)
IV	The relevant date on the basis of which price has been arrived at along with report of registered valuer	:	Not Applicable
V	Relevant date with reference to which the price has been arrived at	:	Not Applicable
VI	The class or classes of persons to whom the allotment is proposed to be made	:	Amber Enterprises India Limited, the Holding Company of the Company
VII	Intention of promoters, directors or key managerial personnel to subscribe to the offer	:	Apart from Amber Enterprises India Limited, the Holding Company of the Company, no other person shall subscribe to the said preferential issue.
VIII	Proposed time within which the allotment shall be completed	:	Within three days from the receipt of application money.
IX	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;	:	Amber Enterprises India Limited, 100% of the OFCDs The post preferential offer capital shall same as pre-issue capital.
X	Whether change in control is intended or expected	:	The directors do not envisage any change in the control of the management by the proposed allotment of 3,100 OFCDs.
XI	The number of persons to whom allotment on preferential basis have already been made during	:	None

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	the year, in terms of number of securities as well as price;				
XII	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	:	None		
XIII	The shareholding pattern of the promoters and other classes of shareholders before and after the proposed preferential issue of OFCDs will be as follows:				
	CATEGORY	PRE-ISSUE		POST-ISSUE	
		No of Shares	% age of Share holding	No of Shares	% age of Share holding
(A)	PROMOTER HOLDINGS				
1.	Indian :				
	Individual	-	-	-	-
	Body Corporate : Amber Enterprises India Limited	13,20,613	70	13,20,613	70
	Sub Total	13,20,613	70	13,20,613	70
2.	Foreign Promoters	-	-	-	-
	Individual				
	Mr. Hyun Chul Sim	5,65,959	29.999	5,65,959	29.999
	Ms. Su A Lee	18	0.001%	18	0.001%
	Sub Total (A)	18,86,590	100	18,86,590	100
(B)	NON PROMOTER HOLDINGS				
1.	Institutional Investors	-	-	-	-
2.	Non - Institutional Investors	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	SUB TOTAL (B)	-	-	-	-
	TOTAL(A+B)	18,86,590	100	18,86,590	100

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The memorandum & articles of association of the Company and other related documents have been kept open for inspection to the members at the registered office of the Company during the office hours from 2:00 p.m. till the time of conclusion the meeting.

None of the director or the manager or any other key managerial personnel or their relatives have got any concern or interest whether financial or otherwise, if any, in respect of special resolution proposed at item No.1 except as stated hereinafter:

Amber Enterprises India Limited ("AEIL") is the Holding company and is holding 70% of the total equity paid up capital of the Company.

Mr. Jasbir Singh, Director of the Company is also an Executive Chairman and Chief Executive Officer and Whole Time Director in Holding Company i.e. AEIL and holding 7059165 Equity Shares in AEIL same is comprising of 20.95% of the Paid Up Capital of the Holding Company.

Further, Mr. Daljit Singh, Managing Director of the Company is holding 6074205 Equity Shares in Holding Company i.e. AEIL and same is comprising of 18.03% of the Paid Up Capital of the Holding Company

Furthermore, Mr. Kartar Singh, father of Mr. Jasbir Singh and Mr. Daljit Singh is holding 433667 Equity Shares in the Holding Company i.e. AEIL and same is comprising of 1.29% of the Paid Up Capital of the Holding Company.

Further, Ms. Amandeep Kaur, wife of Mr. Jasbir Singh AND Ms. Sukhmani Lakhat wife of Mr. Daljit Singh are also holding 8100 Equity Shares in the Holding Company i.e. AEIL and same is comprising of 0.02% of the Paid Up Capital of the Holding Company.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Further, the disclosure related to interest of the promoters, directors or manager and all other key managerial personnel in any other company is not applicable in the present matter as the proposed special resolution relates to the Company itself.

Accordingly, the Board recommends the special resolution at item No. 1 for approval of the members.

By order of the Board of Directors

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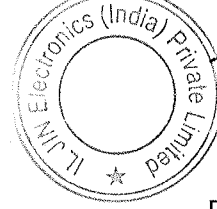


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For IL JIN Electronics (India) Private Limited



(Daljit Singh)

Director

DIN : 02023964

Place : Gurugram

Date: 30.01.2024

Registered Office:

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Koregaon Bhima, Haveli, Pune- 412216,
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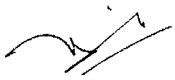


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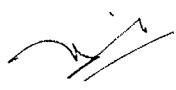



ATTENDANCE SHEET

FOR THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF IL JIN ELECTRONICS (INDIA) PRIVATE LIMITED, HELD ON TUESDAY, THE 30TH DAY OF JANUARY, 2024 AT 1ST FLOOR, UNIVERSAL TRADE TOWER, SECTOR - 49, SOHNA ROAD, GURUGRAM – 122018 AT 2.00 P.M.

Sl. No.	Name of Members	No. of shares held	Signatures
1.	Mr. Jasbir Singh, Authorized representative of Amber Enterprises India Limited	13,20,613	
2.	Mr. Hyun Chul Sim	5,65,959	
3.	Ms. Su A Lee	18	



Directors Present:

Sl. No.	Name of Directors	Signatures
1.	Mr. Jasbir Singh - Director	 _____
2.	Mr. Daljit Singh - Director	 _____
3.	Mr. Hyun Chul Sim – Director	 _____
4.	Mr. Sanjay Arora – Whole Time Director	 _____



MINUTE BOOK

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF IL JIN ELECTRONICS (INDIA) PRIVATE LIMITED HELD ON TUESDAY, THE 30TH DAY OF JANUARY 2024 AT 1ST FLOOR, UNIVERSAL TRADE TOWER, SECTOR – 49, SOHNA ROAD, GURGAON – 122 018, COMMENCED AT 02:00 P.M. IST AND CONCLUDED AT 02:30 P.M. IST

MEMBERS PRESENT

Two members were present in person.

DIRECTOR'S PRESENT

Mr. Sanjay Kumar Arora	:	Whole Time Director
Mr. Jasbir Singh	:	Director
Mr. Daljit Singh	:	Director

CHAIRMAN

The members present unanimously elected Mr. Daljit Singh, Authorized representative of Amber Enterprises India Limited, as a chairman of this meeting. Mr. Daljit Singh took the chair and welcomed the members to the meeting and thereafter proceedings of the meeting commenced.

QUORUM

After ascertaining that the requisite quorum for the meeting is present, the Chairman called the meeting to order.

The Chairman further informed that Independent Directors could not attend the EoGM of the Company due to their other unavoidable engagements.

DOCUMENTS FOR INSPECTION

The Chairman informed the members that all the material documents as required under the provisions of the Companies Act, 2013 have been kept at the meeting and are open for inspection to the members.

NOTICE

With the consent of the members present, Shorter notice dated 29.01.2024, convening Extra Ordinary General Meeting together with statement, having already been circulated to the Members, Directors and Auditors of the Company pursuant to the provisions of Section 101 of the Companies Act, 2013, was taken as read.

PRESENCE OF AUDITORS

The Company duly complied with provision of Section 101(3) and 146 of the Companies Act, 2013 with respect to circulation of Notice of Extra Ordinary General Meeting (EoGM), whereas Company exempted the presence of Auditors or their Authorized Representative in this meeting due to their pre – occupations.

MINUTE BOOK



SPECIAL BUSINESS

- 1. ISSUANCE OF 3,100 (THREE THOUSAND ONE HUNDRED) 9%, OPTIONALLY FULLY CONVERTIBLE DEBENTURES ("OFCDs") OF RS. 10,00,000/- (RUPEES TEN LAKH ONLY) EACH, AGGREGATING TO RS. 3,10,00,00,000/- (RUPEES THREE HUNDRED TEN CRORE ONLY) ON PREFERENTIAL BASIS**

Mr. Jasbir Singh proposed the following resolutions as **Special Resolutions** which was seconded by Mr. Daljit Singh, Chairman and Authorised Representative of Amber Enterprises India Limited:-

"RESOLVED THAT in terms of power delegated by the Board in its meeting held on 21 October 2023, pursuant to the provisions of Section 62(1)(c) read with Section 42, Section 71 and Section 179(3)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the memorandum and articles of association of the Company and subject to such other approvals, consents, permissions and/or sanctions, if so required and further subject to such terms, alterations, conditions, changes, variations and/or modifications as may be prescribed by any of them while granting such approvals (hereinafter referred to as requisite approvals), consent of the members of the Company be and is hereby accorded to the Investment and Acquisition Committee of the Board to offer, issue and allot **3,100 (Three Thousand One Hundred), 9%, Optionally Fully Convertible Debentures ("OFCDs") of Rs. 10,00,000/- (Rupees Ten Lakhs Only) each aggregating to Rs. 3,10,00,00,000/- (Rupees Three Hundred and Ten Crores Only)** to the allottee as mentioned below on preferential basis, on such terms and conditions as mentioned in the Debenture holder Agreement executed between the Company and Amber Enterprises India Limited, as tabled at the meeting for the perusal of the Investment and Acquisition Committee members, and on such terms and conditions, as may be decided from time to time, subject to the requisite approvals, consents, permissions and/or sanctions, if so required :

Name of the Allottee	Address & E-mail id	No. of Debentures	Amount (in "Rs.")
Amber Enterprises India Limited (CIN: L28910PB1990PLC010265) Address : C-1, Phase II, Focal Point, Rajpura Town – 140 401, Punjab.	Universal Trade Tower, 1st Floor, Sector – 49, Sohna Road, Gurgaon – 122 018 cs_corp@ambergroupindia.com	3,100	3,10,00,00,000

MINUTE BOOK



Total	3,100	3,10,00,00,000
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RESOLVED FURTHER THAT pursuant to Section 42 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, draft of the Private Placement offer letter in Form PAS - 4 and Debenture Application Form, as placed before the Investment and Acquisition Committee and initialed by the Chairman for the purpose of identification be and are hereby approved.

RESOLVED FURTHER THAT any one of Mr. Sanjay Kumar Arora, Whole Time Director of the Company, Mr. Jasbir Singh or Mr. Daljit Singh, Directors of the Company or Mr. Sudhir Goyal, Authorized Signatory of the Company, be and are hereby authorized severally to sign and deliver the Private Placement Offer Letter along with the Debenture Application Form to the persons whose name are identified and recorded in Form PAS -5 as per Companies (Prospectus and Allotment of Securities) Rules, 2014.


FURTHER RESOLVED THAT any one of Mr. Sanjay Kumar Arora, Whole Time Director of the Company, Mr. Jasbir Singh or Mr. Daljit Singh, Directors of the Company or Mr. Sudhir Goyal, Authorized Signatory of the Company be and are hereby severally authorized to verify, sign and execute letters, forms and other documents, make filings with the Registrar of Companies and any other statutory / regulatory authorities and do all such acts, deeds and things as may be necessary to give effect to the above resolution."

On being put to vote by show of hands, Mr. Jasbir Singh declared the above Special Resolution passed unanimously.

VOTE OF THANKS

Meeting concluded at 02:30 p.m. with a vote of thanks to the Chair proposed by Mr. Jasbir Singh.

Date of Entry: 27.02.2024
Date of Signing: 27.02.2024
Place: GURUGRAM


(Daljit Singh)
Chairman of the Meeting

